

Blake D. Miller (4090)
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

WOLF CREEK PROPERTIES, LC

Debtor.

Bankruptcy Case No. 10-27816
Chapter 11

Judge Boulden

(Filed Electronically)

APPLICATION TO EMPLOY MILLER GUYMON, P.C.
AS COUNSEL FOR THE DEBTOR

Wolf Creek Properties, LC (“Wolf Creek” or “Debtor”) submits this application for entry of an order pursuant to 11 U.S.C. § 327(a), authorizing and approving the retention and employment of Miller Guymon, P.C. (“MG”) as counsel to the Debtor (the “Application”). This Application is supported by the Affidavit of Blake D. Miller. In support of its Application, the Debtor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§1408 and 1409.

BACKGROUND

2. On June 9, 2010 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

3. The Debtor is a Utah limited liability company with its principal place of business in Eden, Utah. Among other assets, the Debtor owns the real property which comprises the Wolf Creek and Wolf Mountain resort facilities.

4. The Debtor has a number of secured and unsecured creditors, and is continuing to operate its resort business as a debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

RETENTION OF MG

5. Subject to approval by this Court, the Debtor has retained MG to serve as its counsel in connection with the commencement and prosecution of this Chapter 11 case.

6. The Debtor respectfully requests entry of an order authorizing the Debtor to employ and retain MG to perform the legal services that will be necessary in this Chapter 11 case. The Debtor believes that MG is well qualified and able to represent it in this Chapter 11 case in an efficient and timely manner.

7. The services to be provided by MG will include:

- a. Advising the Debtor of its rights, powers and duties as Debtor and debtor in possession;
- b. Taking all necessary actions to protect and preserve the estate of the Debtor, including prosecution of actions on the Debtor's behalf, the defense of actions commenced against the Debtor, negotiation of disputes in which the Debtor is involved, and the preparation of objections to claims filed against the estate;
- c. Assisting in preparing, on behalf of the Debtor, all necessary motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtor's estate;
- d. Assisting in presenting, on behalf of the Debtor, the Debtor's proposed plan of reorganization and all related transactions and any related revisions, amendments, etc.; and
- e. Performing all other necessary legal services in connection with the Chapter 11 case.

8. MG has received a retainer in the amount of \$44,268.12, which it shall hold in its retainer trust account and not use to pay any fees or costs until after receiving approval from the Court through the customary fee application process.

9. Prior to the petition date, MG represented Wolf Creek in evaluating a possible Chapter 11 filing, including the possibility of restructuring its obligations without the need for filing a Chapter 11 petition. MG has been paid in full for these services.

10. As set forth in the Affidavit of Blake D. Miller, MG represents Pronaia in matters unrelated to this case. Pronaia is not a creditor or interest holder of Wolf Creek. Pronaia,

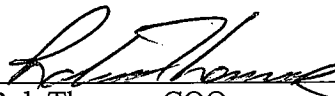
however, has an interest in a parcel or parcels of land adjoining some of Wolf Creek's property. Pronaia's interest in such land may be held in its own name, or through a holding company of which Pronaia is an owner and/or manager. The lead attorney for MG's representation of Pronaia is Paxton R. Guymon, a shareholder with MG. Due to Pronaia's status as an adjoining landowner in the Eden, Utah valley (or holder of an interest in an entity which is an adjoining landowner), MG cannot rule out a future possibility that Pronaia might wish to participate in one or more issues involving this case or the Wolf Creek development. If so, the Debtor understands that MG will not represent Pronaia and Wolf Creek will engage special counsel (with Court approval) to deal with that issue – should it occur.

11. Other than as set forth in the Affidavit of Blake D. Miller, to the best of the Debtor's knowledge, the shareholders and associates of MG do not have any connection with, or any interest adverse to, the Debtor, its creditors, any other party in interest, the United States Trustee or any known employee in the office thereof, or any United States Bankruptcy or District Court Judge of the District of Utah. *See*, Affidavit of Blake D. Miller. Accordingly, the Debtor submits that MG's representation of the Debtor is permissible under § 327 of the Bankruptcy Code and is in the best interest of all parties in interest.

WHEREFORE, the Debtor respectfully requests entry of an Order granting the relief requested herein and such other and further relief as the Court deems just and proper.

DATED this 10th day of June 2010.

Wolf Creek Properties, LC


Rob Thomas, COO

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I am employed by the law firm of Miller Guymon, P.C., 165 South Regent Street, Salt Lake City, Utah, 84111, and that on the 14th day of June, 2010, true and correct copies of the APPLICATION TO EMPLOY MILLER GUYMON, P.C. AS COUNSEL FOR THE DEBTOR were served via United States Mail, first class postage prepaid, on the following:

Randy Marriott Construction
5238 W. 2150 N.
Ogden, Utah 84404

Damitz, Brooks, Nightingale, Turner
200 E. Carrillo Street Suite 202
Santa Barbara, Ca. 93101

Strategic Marketing Group, Inc.
P.O. Box 544
Park City, UT 84060

Yamaha Motor Corp
Dept. Ch 14022
Palantine, IL 60055

Lowell Peterson
5643 N. Elkridge Trail
Eden, Utah 84310

APS Administrator
Admin #Lowell Peterson 10874
4168 W. 12600 S. #300
Riverton, UT 84096

Dex West
P.O. Box 79167
Phoenix, AZ 85062-9167

Wolf Creek Rec. Facilities Assoc, Inc
9805 Willows Road NE
Redmond, WA 98052

Self Funding Administrators
P.O. Box 6596
Annapolis, MD 21401

American Home Assurance Co.
Chartis Legal Audit/Collection
5th Floor Suite 500 Int'l Drive
Philadelphia, PA 19113

TaylorMade Golf Co., Inc. File 56431
Los Angeles, Ca. 90074-6431

Ski Utah
150 W. 500 S.
Salt Lake City, UT 84101

Rocky Mountain Power
1033 NE 6th Ave
Portland, OR 97256-0001

Weber County Assessor
2380 Washington Blvd.
Ogden, Utah 84401

TMAX GEAR
P.O. BOX 360286
PITTSBURGH, PA 15250-6286

RMH Management
Rawn Hutchinson
P.O. Box 30443
Phoenix, AZ 85046

Arizona Weddings
7508 E. Camelback Road
Scottsdale, AZ. 85251

Integra Telecom
1201 NE Lloyd Blvd.
Suite 500
Portland, OR 97232

Kellerstrass Enterprises, Inc.
1500 West 2550 South
P.O. Box 1067
Ogden, UT 84401

U. S. Trustee
United States Trustee
Ken Garff Bldg.
405 S. Main Street, Suite 300
Salt Lake City, UT 84111

Dan W. Egan
Ballard Spahr, LLP
201 S. Main Street, #800
Salt Lake city, UT 84111-2221

Notice was also sent via the Court's ECF System to the following:

Laurie A. Cayton
U.S. Trustee's Office
Laurie.cayton@usdoj.gov

Kim R. Wilson
P. Matthew Cox
Snow Christensen & Martineau
krw@scmlaw.com
pmc@scmlaw.com

DATED this 14th day of June, 2010.

MILLER GUYMON, P.C.

/s/ Blake D. Miller
Blake D. Miller
James W. Anderson